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September 3, 2002

RECORDATION NO. 24087 FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 3 - '02 3-03PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of August 19, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Railcar, Ltd.
1201 Peachtree St., N.E.
400 Colony Square, Suite 1101
Atlanta, GA 30361

Lessee: Martin Marietta Aggregates
11467 Huebner Road, Suite 300
San Antonio, TX 78230

A description of the railroad equipment covered by the enclosed document is:

45 hopper railcars within the series SPSX 8601- SPSX 8785

Mr. Vernon A. Williams
September 3, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 24087 FILED

SEP 3 - '02 3-03 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Master Lease Agreement dated as of July 15, 1997, and the related Schedule No. A-7 dated as of June 3, 2002, (collectively, the "Lease Agreement"), between Railcar, Ltd. as Lessor, and Martin Marietta Aggregates, as Lessee, Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.
1201 Peachtree St., N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361

Lessee: Martin Marietta Aggregates
11467 Huebner Road, Suite 300
San Antonio, TX 78230


3. The term of the Lease is three (3) years commencing on June 1, 2002, and will terminate on May 31, 2005, unless otherwise amended or extended.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of AUGUST 19, 2002.

RAILCAR, LTD.

By: 
Name: Jeffrey Edelman
Title: Senior Vice President - Finance

[SIGNATURES CONTINUE ON NEXT PAGE]

State of Georgia, County of Cobb

On August 12, 2002, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Senior Vice President of Finance of Railcar, Ltd., a Georgia corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gayle A. Higbee
Notary Public: Gayle A. Higbee
My commission expires: May 29, 2003

[NOTARIAL SEAL]

MARTIN MARIETTA AGGREGATES

By: Bruce A. Vaio
Name: Bruce A. Vaio
Title: OFFICER

State of Texas, County of Bexar

On August 19, 2002, before me personally appeared Bruce A. Vaio, to me personally know, who being by me duly sworn says that he is Officer of Martin Marietta Aggregates, a Texas corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kerry S. Meyers
Notary Public
My commission expires:

[NOTARIAL SEAL]

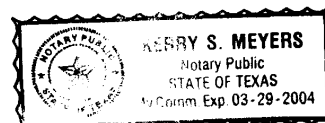


EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of August 19, 2002, between Railcar, Ltd., as Lessor, and Martin Marietta Aggregates, as Lessee.

Owner of Cars: GATX Capital

Quantity of Cars: Forty-five (45)

Description of Cars: AAR Type K340, 2300 Cubic Ft., 100-ton aggregate hoppers

Car Marks and Numbers: (subject to restencilling under the MACX mark)

SPSX 8601	SPSX 8602	SPSX 8605	SPSX 8606
SPSX 8607	SPSX 8615	SPSX 8621	SPSX 8625
SPSX 8632	SPSX 8633	SPSX 8634	SPSX 8635
SPSX 8637	SPSX 8642	SPSX 8650	SPSX 8652
SPSX 8659	SPSX 8663	SPSX 8700	SPSX 8702
SPSX 8704	SPSX 8707	SPSX 8711	SPSX 8712
SPSX 8718	SPSX 8721	SPSX 8722	SPSX 8724
SPSX 8734	SPSX 8737	SPSX 8743	SPSX 8757
SPSX 8759	SPSX 8761	SPSX 8762	SPSX 8766
SPSX 8767	SPSX 8768	SPSX 8772	SPSX 8779
SPSX 8780	SPSX 8781	SPSX 8782	SPSX 8785
SPSX 8790			